

Abram Michael J
Form 5
August 08, 2011

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Abram Michael J

2. Issuer Name and Ticker or Trading Symbol
VERSAR INC [VSR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President

(Last) (First) (Middle)
6850 VERSAR CENTER
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

SPRINGFIELD, VA 22151

Form Filed by One Reporting Person
____ Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/28/2008	^	F4 ⁽¹⁾	999 D \$ 6.04	38,569 ⁽²⁾ ₍₃₎	D	^
Common Stock	01/23/2009	^	F4 ⁽¹⁾	2,009 D \$ 3.75	38,569 ⁽²⁾ ₍₃₎	D	^
Common Stock	02/02/2010	^	F4 ⁽¹⁾	1,008 D \$ 3.2	38,569 ⁽²⁾ ₍₃₎	D	^
Common Stock	^	^	^	^ ^ ^ ^	589	I	By 401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 3A. Deemed Execution Date, if any (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5), 6. Date Exercisable and Expiration Date (Month/Day/Year), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. (partially visible).

Reporting Owners

Table with 2 rows and 5 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: Abram Michael J, 6850 VERSAR CENTER, SPRINGFIELD, VA 22151, Senior Vice President.

Signatures

/s/James C. Dobbs/POA for Michael J. Abram, 08/08/2011. **Signature of Reporting Person, Date.

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1) The reporting person surrendered shares to pay withholding tax upon the vesting of restricted shares.
(2) Includes 4,582 shares acquired under the Versar Employee Stock Purchase Plan.
(3) This transaction occurred in a prior fiscal year and beneficial ownership information as of the date of this transaction is not readily available. The number of securities beneficially owned is based on ownership as of the date of this report on Form 5.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.